



NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

RARE EARTHS AMERICAS, INC.
(as of December 19, 2025)

PURPOSE

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Rare Earths Americas, Inc. (the “Company”) shall be: (i) to identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) to advise the Board with respect to the Board composition, procedures and committees; (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company; (iv) to oversee the evaluation of the Board and management of the Company; and (v) to oversee the Company’s policies and practices regarding federal and state government relations and community engagement.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NYSE American and any additional requirements that the Board deems appropriate. The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. A meeting of the Committee may be held by means of such telephonic, electronic or other communication as to permit all persons participating in the meeting to communicate adequately with each other during the meeting. A majority of the members and, in any case, not less than two (2) members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum. Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may waive notice of a meeting, and attendance of a member



at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called

The Chair of the Committee (or in his or her absence, a member designated by the Committee members present) will preside at each meeting and, in consultation with the other members of the Committee and management, will set the agenda for each meeting. The Committee may request any officer or employee of the Company or any of its subsidiaries, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, but the Committee reserves the right in its discretion to meet at any time in executive session. The Chief Executive Officer may not be present during the Committee's voting or deliberations regarding the Chief Executive Officer's compensation. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report. The Committee will keep written minutes of its meetings, which minutes will be available to every member of the Board. The Committee may also take action from time to time by unanimous written consent.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

1. Board Candidates and Nominees. The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:
 - a. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.
 - b. Review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.
 - c. Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company,



which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

- d. Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.
2. Board Composition and Procedures. The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:
 - a. Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE American.
 - b. Review periodically the size of the Board and recommend to the Board any appropriate changes.
 - c. Make recommendations on the frequency and structure of Board meetings.
 - d. Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.
 3. Board Committees. The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:
 - a. Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.
 - b. Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.
 - c. Review annually committee assignments, and report any recommendations to the Board.
 - d. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
 4. Corporate Governance. The Committee shall have the following duties and responsibilities with respect to corporate governance:



- a. Develop and review periodically, and at least annually, the Corporate Governance Guidelines adopted by the Board to ensure that they are appropriate for the Company and comply with the requirements of the NYSE American, and recommend any desirable changes to the Board.
 - b. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
5. **Government and Community Relations.** The Committee shall have the following duties and responsibilities with respect to government and community relations:
- a. **Government Affairs Strategy:** Review and oversee the Company's strategy and activities regarding federal and state government relations and public policy matters that may affect the Company's business operations, performance, or reputation.
 - b. **Community Engagement:** Monitor the Company's engagement with local communities and other key stakeholders, ensuring that the Company's community relations efforts align with its corporate values and long-term strategic goals.
 - c. **Political Activity:** Review, at least annually, the Company's political contributions, if any, and lobbying expenditures to ensure compliance with applicable federal and state laws and Company policies.
6. **Evaluation of the Board.** The Committee shall be responsible for overseeing the evaluation of the Board as a whole and the Board's committees and shall evaluate and report to the Board on the performance and effectiveness of the Board and the committees. The Committee shall establish procedures to allow it to exercise this oversight function.
7. **Succession Planning.** The Committee shall develop and recommend to the Board for approval a CEO succession plan and shall have the duty to review such plan periodically with the CEO, develop and evaluate potential candidates for CEO and recommend to the Board any changes to, and any candidates for succession, under the developed succession plan.
8. **Evaluation of the Committee.** The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS



The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities, and may retain, at the Company’s expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms, such fees to be borne by the Company.

AMENDMENT

The Board shall have the authority to amend or modify any provision of this Charter at any time.

APPROVED: Board of Directors

DATE: December 19, 2025